

NOSSAMAN, GUTHNER, KNOX & ELLIOTT, LLP  
 PATRICK J. RICHARD (SBN 131046)  
 BRENDAN F. MACAULAY (SBN 162313)  
 50 California Street, 34th Floor  
 San Francisco, California 94111-4799  
 Telephone: (415) 398-3600  
 Facsimile: (415) 398-2438

Attorneys for Defendants

UNITED STATES DISTRICT COURT  
 NORTHERN DISTRICT OF CALIFORNIA

ROBERT L. MARINI, an individual;

Plaintiff,

vs.

SAMUEL CABOT INCORPORATED  
 EMPLOYEES' STOCK OWNERSHIP PLAN,  
 formerly known as SAMUEL CABOT  
 INCORPORATED EMPLOYEES' STOCK  
 OWNERSHIP AND SAVINGS PLAN; SAMUEL  
 CABOT INCORPORATED, a Massachusetts  
 corporation, as sponsor and as former  
 administrator of the Samuel Cabot Incorporated  
 Employees' Stock Ownership Plan; SAMUEL  
 CABOT III, individually and as a former trustee of  
 the Samuel Cabot Incorporated Employees' Stock  
 Ownership Plan; WILLIAM F. McGONIGLE,  
 JR., individually and as trustee of the Samuel  
 Cabot Incorporated Employees' Stock Ownership  
 Plan; THE VALSPAR CORPORATION, a  
 Delaware corporation, as administrator of the  
 Samuel Cabot Incorporated Employees' Stock  
 Ownership Plan; CHRISTOPHER CABOT,  
 individually and as fiduciary of the Samuel Cabot  
 Incorporated Employees' Stock Ownership Plan;  
 and SULLIVAN & WORCESTER LLP, a limited  
 liability partnership

Defendants.

Case No: C 06 5491 CW

ASSIGNED FOR ALL PURPOSES TO:  
 The Honorable Claudia Wilken

**Stipulation and Proposed Order to Transfer  
 Action to the District of Massachusetts Where  
 A Related Action Is Pending Before Judge  
 Morris E. Lasker**

Action Filed: Sept. 7, 2006

**STIPULATION**

This Stipulation to Transfer Action to the District of Massachusetts is entered into by and between Plaintiff Robert L. Marini ("Plaintiff") and Defendants Samuel Cabot Incorporated Employees' Stock Ownership Plan, Samuel Cabot Incorporated, Samuel Cabot III, William F. McGonigle, Jr., The Valspar Corporation, Christopher Cabot, and Sullivan & Worcester LLP (collectively "Defendants"), with reference to the following facts:

A. On August 16, 2006, a case was filed in the District of Massachusetts entitled, Samuel Cabot Incorporated, Samuel Cabot III, individually and as former trustee of the Samuel Cabot Incorporated Employees' Stock Ownership Plan, William F. McGonigle, Jr., individually and as trustee of the Samuel Cabot Incorporated Employees' Stock Ownership Plan and The Valspar Corporation v. Robert L. Marini, Civil Action No. 06 CA 11448-MEL (the "Massachusetts Action").

B. On September 7, 2006, Robert L. Marini filed this action.

C. On September 27, 2006, Defendants filed a Motion to Dismiss, or In the Alternative, To Change Venue based, in part, upon the fact that a related action between these parties had previously been filed in the District of Massachusetts, namely, the Massachusetts Action.

D. On November 1, 2006, this Court issued a Order Denying Without Prejudice Defendants' Motion to Dismiss or Transfer. The Court held in pertinent part:

Therefore, the Court defers to the Massachusetts district court to decide the appropriate forum. Because Marini has already filed a motion to transfer the Massachusetts action, this Court DENIES without prejudice Defendants' motion (Docket No. 4), pending the Massachusetts district court's ruling on Marini's motion to transfer.

The parties are instructed to notify the Court promptly upon entry of an order in the pending action in the Massachusetts district court. If the Massachusetts district court grants Marini's motion to transfer the first-filed action, the actions will be related and consolidated and Defendants may renote their motion to dismiss if there remains grounds to do so. If the Massachusetts district court denies Marini's motion to transfer, Defendants may renote their motion to dismiss and the Court will either dismiss this action, stay it, or transfer it to the Massachusetts district court.

E. On January 10, 2007, the Honorable Morris E. Lasker, Judge of the United States District Court for the District of Massachusetts, issued an Order in the Massachusetts Action denying the Motion

of Robert Marini to Dismiss or Transfer that Action to the Northern District of California. A copy of that Order was filed with this Court on January 24, 2007 as an attachment to the parties' Notice Of Ruling On Motion To Transfer Related Action From District Of Massachusetts.

D. On January 29, 2007, Marini filed an answer and counter-claim in the Massachusetts Action.

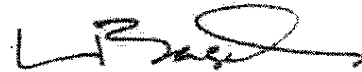
IT IS HEREBY STIPULATED AS FOLLOWS:

Pursuant to 28 U.S.C. §1404(a), in the interests of justice and for the convenience of the parties and witnesses, this action should be transferred to Judge Morris E. Lasker of the United States District Court for the District of Massachusetts where a related action is pending between these parties.

Dated: February 8, 2007

BRISCOE IVESTER & BAZEL LLP

By:

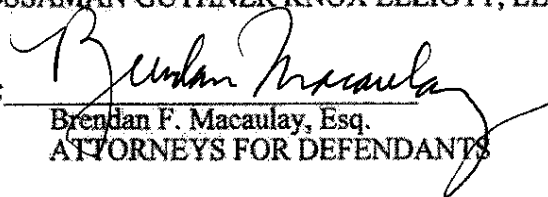


Lawrence S. Bazel, Esq.  
Attorneys for Plaintiff Robert L. Marini

Dated: February 8, 2007

NOSSAMAN GUTHNER KNOX ELLIOTT, LLP

By:



Brendan F. Macaulay, Esq.  
ATTORNEYS FOR DEFENDANTS

ORDER

Upon consideration of the Stipulation, and good cause appearing therefor:

IT IS HEREBY ORDERED THAT:

Pursuant to 28 U.S.C. §1404(a), in the interests of justice and for the convenience of the parties and witnesses, this action is hereby transferred to Judge Morris E. Lasker of the United States District Court for the District of Massachusetts where a related action is pending between these parties.

Dated: 2/9/07



THE HONORABLE CLAUDIA WILKENS  
United States District Court  
NORTHERN DISTRICT OF CALIFORNIA